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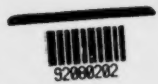

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FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarter Ended
ended September 30, 1991

Commission file
No. 33-28003

PIERCE INTERNATIONAL GOLD, INC.
(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction of incorporation or organization)

84-1097212
(I.R.S. Employer ID.)

12200 E. Briarwood Avenue, Suite 270, Englewood, CO 80112
(Address of principal executive offices) (Zip Code)

Registrants's telephone number, including area code (303)-792-0719

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the proceeding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes____ No x

Class	Outstanding at September 30, 1991
Common Stock, no par value	31,751,200

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*The accompanying financial statements are not covered by an independent certified public accountants' report.

Pierce International Gold, Inc.
Balance Sheets

ASSETS	September 30, 1991	June 30, 1991
Current Assets:		
Cash	$34	$33
Related party accounts receivable	-	-
Prepaid expenses	-	-
Total Currents Assets	34	33
Property and Equipment:		
Undeveloped land and mineral properties (Note 2)	151,133	151,288
Office furniture and equipment	4,000	4,000
Less accumulated depreciation	(2,133)	(1,933)
	153,000	153,355
Other Assets:		
Deferred Administrative (Note 1)	-	1,662
	$153,034	$155,050

Liabilities and Stockholder's Equity

Current Liabilities:		
Accounts payable and accured liabilities	$16,765	$15,562
Advances from officer/director/stockholders	4,122	4,122
Related party payable (Notes 2 & 3)	129,998	116,998
Total Current Liabilities	149,885	136,682
Deferred Revenue (Note 2)	74,134	74,134
Stockholder's Equity: (Notes 4 & 6)		
Preferred stock, no par value, authorized, 10,000,000 shares, no shares issued	-	-
Common stock, no par value, authorized, 750,000,000 shares, 31,751,200 shares issued and outstanding	202,024	202,024
Retained Earnings (Accumulated deficit)	(273,009)	(257,790)
	(70,985)	(55,766)
	$153,034	$155,050

See notes to financial statements.

PIERCE INTERNATIONAL HOLD. INC.
STATEMENT OF OPERATIONS

	Quarter Ended 9/30/91 (UNAUDITED)	Quarter Ended 9/30/90
REVENUE:		
Fees	-	$3,780
Interest	-	7
	0	3,787
EXPENSES		
General and administrative	4,769	14
Advertising & public relations	-	0
Legal and outside services	10,250	9,569
Depreciation and amortization	200	200
Total expenses	15,219	9,783
NET INCOME (LOSS)	($15,219)	($5,996)
NET INCOME (LOSS) PER SHARE	*	*
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	31,751,200	31,751,200

* less than $.001 per share.

See Notes to Financial Statements.

Pierce International Gold, Inc.

Statement of Changes in Stockholders' Equity
For the Period from July 19, 1988 (Inception)
September 30, 1991

	Common Stock		Retained Earnings (Accumulated) (Deficit)	Total Stockholders' Equity
	Shares	Amount		
Balances, July 19, 1988 (inception)	-	$ -	$ -	$ -
Sale of common stock to officers/directors on October 3, 1988 ($.005) per share	5,400,000	2,700	-	2,700
Sale of common stock at $.0005 per share on October 3, 1988	600,000	300	-	300
Common stock issued for option to acquire Joint Venture interest on October 3, 1988 ($.0005 per share) (Note 2)	20,000,000	10,000	-	10,000
Sale of common stock at $.01 per share on October 17, 1988	2,250,000	22,500	-	22,500
Net loss for the year ended June 30, 1989	-	-	(15,838)	(15,838)
Balances, June 30, 1989	28,250,000	35,500	(15,838)	19,662
Sale of common stock in Public Offering (.05 per share) Net of Offering Costs	4,301,200	166,524	-	166,524
Net profit for the year ended June 30, 1990			600	600
Balances, June 30, 1990	32,551,200	202,024	(15,238)	186,786
Stock received as part of Underwood resignation	(800,000)			
Net loss for the year ended June 30, 1991			(242,552)	(242,552)
	31,751,200	202,024	(257,790)	(55,766)
Net loss for the period ended September 30, 1991			(15,219)	(15,219)
	31,751,200	$202,024	($273,009)	($70,985)

See Notes to Financial Statements.

Pierce International Gold, Inc.
Statement of Cash Flows

	Three months ended September 30,	
	1991 (Unaudited)	1990
Cash flows from operating activities:		
Net loss	($15,219)	($5,996)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	200	200
Decrease in accounts receivable	-	-
Increase in related party receivables	-	(1,395)
Decrease in prepaid expenses	-	2,000
(Increase) Decrease in deferred administr.	1,662	(2,912)
Increase in accounts payable	1,203	10,928
Increase in related party payables	12,000	11,999
Net cash used in operating activities	(154)	14,824
Cash flows from Investing Activities:		
Purchase of land & mineral properties	155	(20,646)
Purchase of property and equipment	-	-
Net cash used in investing activities	155	(20,646)
Cash flow from Financial Activities:		
Advances from officer/directors/stockholders	-	3,180
Net cash provided by financial activities	0	3,180
Net Change in Cash	1	(2,642)
CASH, Beginning of Period	33	3,784
CASH, September 30,	$34	$1,142

See Notes to Financial Statements.

PIERCE INTERNATIONAL GOLD, INC.
(UNAUDITED)
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 1991

1. OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Operations - Pierce International Gold, Inc. (PIGI) was incorporated in Colorado on July 19, 1988, for the purpose of exploring, developing and mining of specific gold properties. PIGI is a 62.99% owned subsidiary of Pierce International, Inc. (PI) which is a publicly held entity.

Deferred Administrative - Consists of expenses associated with both the Grizzly Hill and Music Mountain joint ventures.

Net Profit (Loss) Per Common Share - Net profit (loss) per common share is computed based upon the weighted average number of shares outstanding during the period.

Continuing Operations - The accompanying financial statements have been prepared on a going concern basis, which contemplates continuity of operations and realization of assets and satisfaction of liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the Company raising additional capital, and attaining and maintaining profitable operations. The Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern.

Unaudited Information - The information furnished herein was taken from the books and records of the Company without audit. However, such information reflects all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary to reflect properly the results of the interim periods presented. Results of operations for the periods presented are not necessarily indicative of the results expected for the year.

2. MINERAL PROPERTIES:

On March 1, 1990, the Company acquired, from it's parent PI a 13.24% distribution interest in the APAN joint venture in exchange for a $600,000 promissory note. The value of the interest was established by PI which sold a 6% interest of its interest in the joint venture for $200,000 in cash. Management has chosen to eliminate this transaction for reporting purposes because of the related party nature of the asset and the uncertainty as to when the property may produce cash flow. APAN is a mining venture with permits and water rights to a gravel deposit containing gold located in Park County, Colorado near the town of Como. Currently, the joint venture does not have adequate funds to proceed to production.

The original Music Mountain joint venture acquired the rights to the claims on September 14, 1988 pursuant to a 25-year mineral lease which can be extended for 10 years if the property is being actively mined and for additional 10-year periods under the same stipulation. Monthly lease payments of $1,000 have been made by PI and are treated as advance minimum royalty payments against a production payment equal to 3% of the gross returns from the property without deduction of any kind. In addition, the Company is obligated under the lease to do $30,000 worth of assessment or development work on

2. MINERAL PROPERTIES: (continued)

the property per year until the year in which production and sale of ore, dore or concentrates from the mining claims actually takes place. The Company has the right to terminate the lease at any time but is required to pay all obligations accrued to the date of termination.

In addition to the mining claims, the Company has acquired a well-use permit for a water well located on the property. The property on which the claims are located is accessed by a county road. The property has no surface plants or facilities. Adits and access tunnels from previous operations are over 60 years old but still appear to be in relatively good condition.

From 1879 to 1909 the property supported 12 individual small mines. In 1984 a Canadian company, which appears to have ceased all its operations, did geological and mining engineering work. From this work and based on studies undertaken by the directors, over the last year the Company estimated that there is approximately 119,000 tons of mineralized material containing approximately 65,000 ounces of gold and 320,000 ounces of silver. By May of 1989, the Company completed a feasibility study indicating that the cost of mining and processing the ore, including amortization of capital, would be about $275 per ounce of produced gold. It is unlikely that mining or other recovery operations will ever be commenced unless the Company obtains a source of funds.

Drilling during the summer of 1990 at Grizzly Hill, failed to verify expectations. With the unlikely potential for near surface ore, the potential for a near term sale to a third party is remote. Based on this information and the high holding costs on the property, the Company and its joint venture partner have terminated their lease on this property. The Company has taken a loss of $186,365 on its investment in Grizzly Hill.

3. RELATED PARTY TRANSACTIONS:

At September 30, 1991 the Company was still obligated to pay Pierce International, Inc.(PI) $128,998 for accrued fees, cash advances, and the remaining balance due against the Music Mountain property. The Company continues to accrue $3,000 per month payable to PI, and PI continues to advance $1,000 monthly for the Music Mountain lease. Subsequent to the quarter ended September 30, 1991, the Company owes approximately $151,000 to PI.

In addition, the Company has a $600,000 investment in the APAN joint venture and a related note of $600,000 that is due PI. This transaction has been eliminated because it lacks substance until such time the APAN joint venture is able to perform.

Dr. Pierce D. Parker has outstanding advances of $4,122 to the Company.

PIERCE INTERNATIONAL GOLD, INC.
(UNAUDITED)
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 1991

4. STOCKHOLDERS' EQUITY:

The Company has the authority to issue 10,000,000 shares of no par value, preferred stock. The preferred stock may be issued in one or more series and with the preferences, rights and restrictions as determined by the Board of Directors.

The Company became effective August 7, 1989 with a public offering of 50,000 units for $10 per unit. Each unit consists of 200 shares of the Company's no par value common stock and forty common stock purchase warrants. Each warrant entitles the holder to purchase one share of common stock at $.15 until August 7, 1992. The Company has the right to redeem the warrants upon 30 days written notice, at $.00001 per warrant.

On December 8, 1989 the Company closed its public offering after selling 4,301,200 common shares for gross proceeds to the Company of $215,060. Net proceeds after offering costs totaled $166,524.

Effective April 1, 1990, R. Clark Underwood resigned as Secretary, Treasurer, and Director of the Company and as President and Director of PI. The resignation was contingent upon a Stock Purchase and Settlement Agreement executed on August 20, 1990 to be effective April 1, 1990. PI, in exchange for 35 million shares of its common stock and 800,000 of the Company's common stock, transferred ownership of Underwood Financial Management, Inc. (a PI subsidiary) to R. Clark Underwood. This transaction reduced the Company's outstanding shares to 31,751,200, a 2.5% reduction.

5. INCOME TAXES:

At June 30, 1991, the Company had approximately $71,425 of net operating losses which, if not utilized to reduce future taxable income, expire: $15,000 in 2005 and $56,425 in 2006. In addition, the Company has a capital loss carryforward of $186,365 which, if not utilized to offset capital gains, will expire through the year 1996.

6. SUBSEQUENT EVENTS:

On March 4, 1992 the Board of Directors approved the issuance of 11,000,000 shares of restricted common stock in exchange for approximately $7,300 which will be placed in escrow pursuant to a stock purchase agreement. The funds are specifically designated for accounting, audit, legal, and transfer costs. In addition the Board agreed to exchange the Music Mountain Property, the APAN interest and certain equipment, if PI will agree to forgive the outstanding liabilities against the properties. These transactions will facilitate the transfer of majority ownership. However, the transfer will not be completed until the stock purchase agreement is executed and funds are in escrow.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations for the Quarter Ended September 30, 1991.

Introduction

The Company has very minor operations. PI, the Company's parent, has provided funds to continue the lease on the Music Mountain property while seeking a possible buyer. The APAN joint venture continues to seek funding however, it seems unlikely that it will generate cash flow in the near future and thus management has eliminated the $600,000 investment and the related liability (note payable to PI) from the financial statements.

Liquidity

The Company is insolvent. Working capital was a negative $149,851 at the quarter ended September 30, 1991. The Company continues to receive funds from PI. PI has made total advances of approximately $128,998 (includes accrued fees) with $3,000 cash advanced for the quarter ended September 30, 1991. Since the quarter ended September 30, 1991, PI has continued support with $5,000 in cash to meet the Music Mountain obligation. In addition, PI continues to accrue a management fee of $3,000 per month. This fee includes but not limited to: administration, accounting, and rent.

The Company needs to establish regular operating income. Currently, it is severely dependent upon its parent for operating capital. There is no certainty how long PI can, or will support the Company.

Results of Operations

During the fiscal quarter-ended September 30, 1991 the Company suffered a net loss of $15,219. The previous year's first quarter loss was $5,996. No revenue was generated. The Company accrued $9,000 in management fees due PI and paid $3,000 in land lease payments.

The Company's ability to continue as a going concern is highly unlikely unless it can raise additional capital.

Subsequent Events

On March 4, 1992 the Board of Directors approved the issuance of 11,000,000 shares of restricted common stock in exchange for $7,300 which will be placed in escrow pursuant to a stock purchase agreement. The funds are specifically designated for accounting, audit, legal, and transfer costs. In addition the Board agreed to exchange the Music Mountain Property, the APAN interest and certain equipment, if PI will agree to forgive the outstanding liabilities against the properties. These transactions will facilitate the transfer of majority ownership. However, the transfer will not be completed until the stock purchase agreement is executed and funds are in escrow.

PART II - OTHER INFORMATION

ITEMS #1 THROUGH #6 (a) - no response required.

ITEM 6 (b) - No reports were filed on the Form 8-K during the quarter ended September 30, 1991.

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Signature	Capacity	Date
Pierce D. Parker	President and Director (Chief Executive Officer)	March 15, 1992
Vicki D.E. Barone	Treasurer (Principal Financial & Accounting Officer)	March 15, 1992